

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

Chapter 11

Gawker Media LLC, *et al.*¹

Case No. 16-11700 (SMB)

Debtors.

(Jointly Administered)

SUPPLEMENTAL AFFIDAVIT OF SERVICE

I, Sebastian V. Higgins, depose and say that I am employed by Prime Clerk LLC ("Prime Clerk"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On July 10, 2018, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served via First Class Mail on the parties identified on the service list attached hereto as **Exhibit A**:

- Notice of (A) Solicitation of Bids to Purchase Substantially all of the Gawker.com Assets, (B) Auction and (C) Sale Hearing, a copy of which is attached hereto as **Exhibit B**

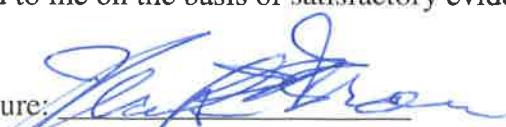
Dated: July 13, 2018



Sebastian V. Higgins

State of New York
County of New York

Subscribed and sworn to (or affirmed) before me on July 13, 2018, by Sebastian V. Higgins, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 

MARK M BROWN
NOTARY PUBLIC-STATE OF NEW YORK
No. 02BR6305738
Qualified in New York County
My Commission Expires June 09, 2018/22

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary Kft. (f/k/a Kinja Kft.) (5056). The Debtors' mailing addresses are c/o The Boathouse Group, LLC, 44 Lynden Street, Rye, NY 10580, Attn: William D. Holden.

Exhibit A

MMLID	NAME	ADDRESS 1	ADDRESS 2	ADDRESS 3	ADDRESS 4	CITY	STATE	POSTAL CODE
2678877	Ahmed, S.	Address on File						
2679004	Baribeau, T.	Address on File						
2679526	Bloom, J.	Address on File						
2677580	Brandtale	52 VANDERBILT AVENUE	BRANDTALE FL 16			NEW YORK	NY	10017
2680222	Burneko, A.	Address on File						
2679923	Bustillos, M.	Address on File						
2678751	Coen, J.	Address on File						
2678777	DelGiudice, J.	Address on File						
2678538	Dohrmann, A.	Address on File						
2680603	Doster, A.	Address on File						
2680391	Draper, K.	Address on File						
2680435	Fischer-Baum, R.	Address on File						
2679574	Fleming, A.	Address on File						
2678974	Frazier, J.	Address on File						
2678166	Freestyle Marketing	7430 E. BUTHERUS DR STE C				SCTTSDALE	AZ	85260-2450
2680753	George, P.	Address on File						
2679948	Gidari, C.	Address on File						
2680030	Gunther, K.	Address on File						
2678503	Horan, M.	Address on File						
2680796	Hurst, B.	Address on File						
2680890	Iluzada, N.	Address on File						
2679532	Inks, R.	Address on File						
2679765	Kirby, M.	Address on File						
2914415	LaFauci, M.	Address on File						
2679023	Lam, A.	Address on File						
2678907	Lewis, M.	Address on File						
2680228	Manthey, K.	Address on File						
2680562	Masters, N.	Address on File						
2678639	McAllister, S.	Address on File						
2679869	McEntegart, P.	Address on File						
2678795	McGill, E.	Address on File						
2677487	Michelle Ruiz Inc	170 W 73RD ST	APT 1A			NEW YORK	NY	10023-3039
2678464	Misra, M.	Address on File						
2914411	Movement Ventures, LLC.	98 W MAIN ST				LEHI	UT	84043-2144
2678337	Percona, LLC	8081 ARCO CORPORATE DR	STE 330			RALEIGH	NC	27617-2042
2679575	Peterson, E.	Address on File						
2679411	Pitz, M.	Address on File						
2678612	Potter, J.	Address on File						
2679826	Quinn, C.	Address on File						
2677892	Redscout LLC	30 COOPER SQ FL 10				NEW YORK	NY	10003-7120
2680567	Reiffen, A.	Address on File						
2678951	Rong, B.	Address on File						
2678204	Rutspeed Inc.	112 BENTWOOD CT				PEACHTREE	GA	30269-2242
2680663	Shiffman, D.	Address on File						
2680147	Short, A.	Address on File						
2680037	Stone, M.	Address on File						
2948956	Stowaway Cosmetics	15 PARK ROW	APT 19E			New York	NY	10038-2307
2678012	Syncopated Films Inc.	7301 260TH ST	APT 2			GLEN OAKS	NY	11004-1121
2914313	Taboola Inc.	1115 BROADWAY FL 7				NEW YORK	NY	10010-2880
2680141	Turton, W.	Address on File						
6787947	Vargas-Cooper, N.	Address on File						
2678527	Vespoli, C.	Address on File						
2677970	WEENN	14622 VENTURA BLVD #305				SHERMAN OAKS	CA	91403-3600

Exhibit B

ROPS & GRAY LLP
Gregg M. Galardi
Joshua Y. Sturm
Kimberly J. Kodis
1211 Avenue of the Americas
New York, NY 10036-8704
Telephone: (212) 596-9000
Facsimile: (212) 596-9090

Counsel to the Plan Administrator for the Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re: :
: Chapter 11
Gawker Media LLC, *et al.*¹ :
: Case No. 16-11700 (SMB)
: (Jointly Administered)
Debtors. :
:----- X

**NOTICE OF (A) SOLICITATION OF BIDS TO PURCHASE SUBSTANTIALLY ALL OF
THE GAWKER.COM ASSETS, (B) AUCTION AND (C) SALE HEARING**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On May 29, 2018, William D. Holden as the plan administrator (the “Plan Administrator”) for the above-captioned debtors (the “Debtors”) filed the *Plan Administrator’s Motion for (I) an Order (A) Authorizing and Approving Bidding Procedures, Breakup Fee and Expense Reimbursement, (B) Authorizing and Approving the Plan Administrator’s, on Behalf of the Debtors, Entry Into the Stalking Horse Asset Purchase Agreement, (C) Approving Notice Procedures, (D) Scheduling Sale Hearing and (E) Approving Procedures for Assignment of Certain Contracts and (II) an Order (A) Authorizing the Sale of Substantially All of Gawker.Com*

¹ The last four digits of the taxpayer identification numbers of the Debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Gawker Hungary, Kft. “v.a.” (5056). The offices of the Debtors are located at 44 Lynden Street, Rye, NY 10580.

Assets Free and Clear of All Claims, Liens, Rights, Interests and Encumbrances, (B) Approving the Asset Purchase Agreement and (C) Authorizing the Plan Administrator to Assign Certain Executory Contracts of the Debtors [Docket No. 1135] (the “Sale Motion”) with the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”).²

2. You may obtain a copy of the Sale Motion and the Stalking Horse APA by: (a) sending a written request to counsel to the Plan Administrator for the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attn: Kimberly J. Kodis, Esq. (kimberly.kodis@ropesgray.com); or (b) accessing the website maintained by the Debtors’ claims and noticing agent, Prime Clerk, at <http://www.cases.primeclerk.com/gawker>.

3. As outlined in the Sale Motion, the Plan Administrator, on behalf of the Debtors, has agreed upon the terms of a Stalking Horse APA with the Stalking Horse Bidder and will seek capable and willing bidders for all or substantially all of the Gawker.com Assets (the “Purchased Assets”) prior to the Auction date as provided in the Sale Motion and the Bidding Procedures Order. The proposed sale shall be free and clear of liens, claims, interests and other encumbrances, with all such liens, claims, interests and other encumbrances attaching with the same validity and priority to the sale proceeds. The Stalking Horse Bidder has committed to assume certain liabilities of the Debtors solely to the extent set forth in the Stalking Horse APA.

4. On June 21, 2018, the Bankruptcy Court entered the Bidding Procedures Order [Docket No. 1141]. The Bidding Procedures Order approved, among other things, the Plan Administrator’s and Debtors’ assumption and performance of their pre-closing obligations of the Stalking Horse APA and the Bidding Procedures, which specify, among other things, procedures under which interested parties may submit a Qualified Bid to purchase the Purchased

² Capitalized terms not otherwise defined herein have the meanings given them in the Sale Motion.

Assets. All interested parties are invited to submit a Qualified Bid pursuant to the terms of the Bidding Procedures.

5. The Bidding Procedures establish the following date and deadline regarding competitive bidding:

- a. Qualified Bid Deadline: **July 9, 2018 at 12:00 p.m. (prevailing Eastern Time)** is the deadline by which all Qualified Bids must be actually received by the Plan Administrator's legal advisors, as set forth in the Bidding Procedures (the "Bid Deadline").

6. In the event the Plan Administrator timely receives, on or before the Bid Deadline, one or more Qualified Bids in addition to the Stalking Horse APA, the Plan Administrator shall conduct an Auction at the offices of Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, on **July 12, 2018 at 10:00 a.m. (prevailing Eastern Time)** or such later time on such day or such other place as the Plan Administrator notifies all Qualified Bidders.

7. If no Qualified Bids (other than the Stalking Horse Bid) are received by the Bid Deadline, then the Stalking Horse Bidder will be deemed the Successful Bidder, the Stalking Horse APA will be the Successful Bid, and, at the Sale Hearing, the Plan Administrator will seek final Bankruptcy Court approval of the sale of the Purchased Assets to the Stalking Horse Bidder in accordance with the terms of the Stalking Horse APA.

8. The Sale Hearing will be held before the Honorable Stuart M. Bernstein in the United States Bankruptcy Court for the Southern District of New York, Courtroom 723, One Bowling Green, New York, NY 10004, on **July 17, 2018 at 10:00 a.m. (prevailing Eastern Time)** or such other date and time that the Bankruptcy Court may later direct.

9. Objections to the relief sought in the Sale Order, if any, must: (i) be in writing; (ii) conform to the applicable provisions of the Bankruptcy Rules, the Local Rules and

any orders of the Bankruptcy Court; (iii) state with particularity the legal and factual basis for the objection and the specific grounds therefor; (iv) be filed with the Court no later than **July 16, 2018 at 4:00 p.m. (prevailing Eastern Time)** (the “Sale Objection Deadline”); and (v) be served so as to be actually received no later than the Sale Objection Deadline, as applicable, by the following parties (the “Objection Notice Parties”): (a) the Debtors, Gawker Media Group, Inc., c/o The Boathouse Group, LLC, 44 Lynden Street, Rye, NY 10580, Attn: William D. Holden; (b) counsel to the Plan Administrator for the Debtors, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attn: Gregg M. Galardi, Esq. & Kimberly J. Kodis, Esq.; (c) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, NY 10014, Attn: Greg Zipes, Esq. & Susan Arbeit, Esq.; (d) counsel to the Stalking Horse Bidder, Davis & Gilbert LLP, 1740 Broadway, New York, NY 10019, Attn: Massimo Giugliano, Esq; and (e) counsel to the Gawker Media Contingent Proceeds creditor, Cohen & Gresser LLP, 800 Third Avenue, 21st Floor, New York, NY 1002, Attn: Daniel H. Tabak, Esq.

10. On June 22, 2018, the Plan Administrator filed with the Court and served via first class mail the Assignment Notice on all non-Debtor counterparties to all Assigned Contracts, and their respective known counsel, and provided a copy of same to the Stalking Horse Bidder. Upon request by a counterparty under any Assigned Contract, the Plan Administrator shall serve, by electronic mail, the evidence of adequate assurance of future performance under the Assigned Contracts provided by the Stalking Horse Bidder. Objections, if any, to the proposed assignment of any Assigned Contract to the Stalking Horse Bidder must: (i) be in writing; (ii) comply with the applicable provisions of the Bankruptcy Rules, Local Rules and any order orders of the Bankruptcy Court; (iii) state with specificity the nature of the

objection; and (iv) be filed with the Bankruptcy Court and served so as to be actually received by the Objection Notice Parties before the **July 5, 2018, at 4:00 p.m. (prevailing Eastern Time)**.

11. In the event that the Stalking Horse Bidder is not the Successful Bidder, then counterparties to the Debtors' Assigned Contracts shall be permitted to object at the Sale Hearing to the assignment of an Assigned Contract.

12. Notwithstanding the foregoing, nothing in paragraphs 10 and 11 shall relieve the Debtors from carrying their burden to demonstrate adequate assurance of future performance by the Stalking Horse Bidder or Back-Up Bidder as required by section 365 of the Bankruptcy Code.

13. The Auction or the Sale Hearing or both may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in open Court or on the Bankruptcy Court's docket.

[Remainder of page intentionally left blank]

14. *Any party who fails to timely file an objection to entry of the Sale Order (i) shall be forever barred from objecting thereto, (ii) shall be deemed to consent to the sale of the Purchased Assets as approved by the Sale Order, and (iii) shall be deemed to “consent” for purposes of section 363(f)(2) of the Bankruptcy Code.*

Dated: June 27, 2018
New York, New York

/s/ Gregg M. Galardi

ROPS & GRAY LLP

Gregg M. Galardi

Joshua Y. Sturm

Kimberly J. Kodis

1211 Avenue of the Americas

New York, NY 10036-8704

Telephone: (212) 596-9000

Facsimile: (212) 596-9090

Email: gregg.galardi@ropesgray.com

joshua.sturm@ropesgray.com

kimberly.kodis@ropesgray.com

Counsel to the Plan Administrator for the Debtors